

**APP. 30**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	
NORTHWESTERN CORPORATION,	)	Chapter 11
	)	Case No. 03-12872 (JLP)
Debtor.	)	Related Docket No. 2427, 2522, 2608, 2971
	)	Hearing Date: May 3, 2005 at 9:30
	)	Objection deadline: May 3, 2005 at 9:30
	)	

**LAW DEBENTURE TRUST COMPANY OF NEW YORK'S MOTION FOR  
LEAVE TO FILE A REPLY TO THE DEBTOR'S OBJECTION TO THE LAW  
DEBENTURE TRUST COMPANY OF NEW YORK'S REQUEST FOR  
PAYMENT OF FEES AND REIMBURSEMENT OF EXPENSES AND LAW  
DEBENTURE TRUST COMPANY OF NEW YORK'S REQUEST FOR  
ADMINISTRATIVE EXPENSES**

Law Debenture Trust Company of New York, as successor Trustee (in such capacity, "Law Debenture") to the Bank of New York, under that certain Indenture dated as of November 1, 1996, as amended, hereby requests, pursuant to Del. Bankr. L.R. 9006-1(d), authority to file a reply (the "Reply") to: (1) the Objection of the Debtor to the Request of Law Debenture Trust Company of New York for Payment of Fees and Reimbursement of Expenses Pursuant to the Debtor's Plan of Reorganization and Applicable Trust (the "Fee Application Objection"), and (2) the Objection to the Request for Payment of Administrative Expenses by Law Debenture Trust Company of New York as Successor Trustee for the 8.45% Cumulative Quarterly Income Preferred Securities Series A filed by NorthWestern Corporation (the "Administrative Claim Objection"), scheduled for hearing before the Court on May 3, 2005 at 9:30 a.m. (the "Hearing"). In support of its motion, Law Debenture states as follows:

1. On December 1, 2004, Law Debenture filed a Request for Payment of Fees and Reimbursement of Expenses Pursuant to the Debtor's Plan of Reorganization and Applicable Trust Indenture (the "Fee Application"), seeking payment of certain attorneys' fees and expenses incurred by Law Debenture during the course of the Debtor's Chapter 11 case. In response, the Debtor filed the Fee Application Objection.

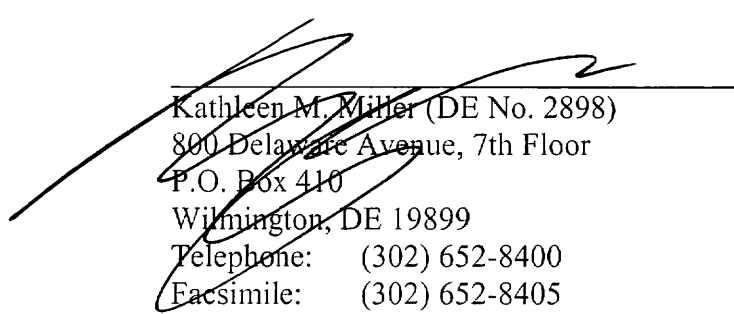
2. On January 14, 2005, Law Debenture filed its Request for Payment of Administrative Expenses, as Successor Trustee for the 8.45% Cumulative Quarterly Income Preferred Securities Series A (the "Quips"), to which the Debtor filed the Administrative Claim Objection.

3. As more fully discussed in the attached proposed Rely, Law Debenture seeks to file the Reply in order to fully address the issues raised in the objections filed by the Debtor. Law Debenture believes that being permitted to file the Reply will assist the Court in determining the two, related, motions to be heard on May 3, 2005.

WHEREFORE, Law Debenture respectfully requests leave of this Court to file its Reply, a copy of which is attached hereto as Exhibit A, and such other relief as may be proper.

April 25, 2005

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EXHIBITS TO THIS DOCUMENT ARE INCLUDED AT APP. 31